

**EXHIBIT A**

**ORRICK, HERRINGTON & SUTCLIFFE LLP**

**INVOICES FOR THE TIME PERIOD**

**JANUARY 1-31, 2010**



ORRICK, HERRINGTON & SUTCLIFFE LLP  
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David Austern, Futures Claims Representative for  
W.R. Grace & Co.  
c/o Claims Resolution Management Corp.  
3110 Fairview Park Drive, Suite 200  
Falls Church, VA 22042

February 26, 2010  
Client No. 17367  
Invoice No. 1236709

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through January 31, 2010 in connection  
with the matters described on the attached pages:

\$ 356,994.00

DISBURSEMENTS as per attached pages:

16,816.47

**TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):**

**\$ 373,810.47**

Matter(s): 17367/10, 11, 13, 15, 7, 8

### DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$829,930.32

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,  
please reference your **INVOICE** and **CLIENT** numbers on your remittance.  
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

### REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

**REMITTANCE ADDRESS:**

Orrick, Herrington & Sutcliffe LLP  
4253 Collections Center Drive  
Chicago, IL 60693  
Reference: 17367/ Invoice: 1236709  
E.I.N. 94-2952627  
Overnight deliveries: (312) 974-1642

**ELECTRONIC FUNDS  
TRANSFERS:**

**Wire Transfers Only:**

**ABA Number 0260-0959-3**  
Bank of America  
100 West 33rd Street, NY, NY 10001  
Account of  
Orrick, Herrington & Sutcliffe LLP  
Account Number: 1499410382  
Reference: 17367/ Invoice: 1236709  
E.I.N. 94-2952627

**ELECTRONIC FUNDS  
TRANSFERS:**

**ACH Transfers Only:**

**ABA Number 121-000358**  
Bank of America  
San Francisco Main Branch  
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Orrick, Herrington & Sutcliffe LLP  
Account Number: 1499410382  
Reference: 17367/ Invoice: 1236709  
E.I.N. 94-2952627



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For Legal Services Rendered Through January 31, 2010 in Connection With:

**Matter: 7 - Insurance Matters**

01/03/10	P. Mahaley	Review documents provided by insurance company and Debtor relevant to settlement value.	1.50
01/04/10	P. Mahaley	Monitor closing argument in confirmation hearing for issues relevant to insurance settlements (6.9); confer with R. Horkovich and follow up re outstanding insurance settlement negotiations, including review of relevant documents (1.6).	8.50
01/05/10	P. Mahaley	Confer with counsel for ACC re status of insurance settlement negotiations (.5); attend closing argument of confirmation hearing to monitor impact on insurance issues (6.0); analyze documentation re deductible issue re insurance settlement value (1.0).	7.50
01/06/10	P. Mahaley	Analyze insurance settlement proposals and terms (1.8); review and revise draft letter to insurer responding to coverage position (.5); prepare for and conduct telephone conference with J. Posner re evidence refuting insurer settlement position (1.7); draft insurance settlement documents (2.9).	6.90
01/07/10	P. Mahaley	Draft insurance settlement documents.	6.10
01/08/10	D. Felder	Review draft insurance settlement agreement for P. Mahaley and provide comments regarding same.	1.00
01/08/10	P. Mahaley	Draft settlement agreement documents (3.7); attend team meeting re insurance settlement strategy (2.0); confer with R. Wyron re proposed settlement terms (.8).	6.50
01/11/10	D. Felder	Review draft insurance settlement agreements and provide comments to P. Mahaley.	1.80
01/12/10	D. Felder	Review draft insurance settlement agreements for P. Mahaley and provide comments regarding same.	2.50
01/12/10	P. Mahaley	Analyze potential response to BNSF appeal of court's approval of Royal settlement agreement (.5); revise insurance settlement documents (3.6).	4.10
01/13/10	D. Felder	Review draft insurance settlement agreements for P. Mahaley and note issues regarding same.	2.10
01/13/10	P. Mahaley	Draft insurance settlement documents.	1.90



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01/14/10	P. Mahaley	Draft insurance settlement documents.	7.30
01/15/10	D. Felder	Review multiple draft insurance settlement agreements for P. Mahaley and note issues regarding same.	3.00
01/15/10	P. Mahaley	Draft settlement documents (2.4); analyze and develop settlement strategy for insurer (1.3); prepare for and conduct telephone conference with R. Horkovich and R. Wyron re insurance settlement strategy (.6).	4.30
01/19/10	P. Mahaley	Draft insurer settlement agreements (2.3); confer with insurer counsel re terms of settlement agreement (.5).	2.80
01/20/10	P. Mahaley	Confer with counsel for Plan Proponents re settlement position re insurer.	1.00
01/21/10	P. Mahaley	Review settlement position letter and exhibits presented by insurer and draft written analysis of same (7.6); analyze draft settlement agreement presented by insurer (1.1).	8.70
01/22/10	P. Mahaley	Confer with R. Wyron and D. Felder re strategy re outstanding insurance-related settlements (1.0); analyze draft settlement agreement proposed by insurer and draft summary of analysis (4.4).	5.40
01/26/10	P. Mahaley	Analyze settlement strategy with insurer (1.3); draft memorandum summarizing status of insurance settlement negotiations and proposed settlements for D. Austern (3.6).	4.90
01/27/10	P. Mahaley	Prepare for and participate in team meeting re insurance settlement strategy (1.4); revise memorandum to D. Austern re insurance settlement strategy (.7); analyze draft Plan change language and stipulation with insurer re successor claims and discuss with R. Wyron (2.4).	4.50

Total Hours 92.30

Total For Services \$59,943.00

<b>Timekeeper Summary</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Debra Felder	10.40	645.00	6,708.00
Peri N. Mahaley	81.90	650.00	53,235.00
<b>Total All Timekeepers</b>	<b>92.30</b>	<b>\$649.44</b>	<b>\$59,943.00</b>



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Disbursements

Document Reproduction	5.30	
Local Taxi Expense	40.00	
Out of Town Business Meals	40.18	
Outside Services	75.20	
Parking Expense	60.00	
Purchases	52.98	
Telephone	14.64	
Travel Expense, Air Fare	626.20	
Travel Expense, Out of Town	396.72	
Westlaw Research	27.50	
Total Disbursements		\$1,338.72

<b>Total For This Matter</b>	<b>\$61,281.72</b>
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**Matter: 8 - Litigation**

01/01/10	R. Frankel	Review briefs, notebook in preparation for closing argument.	1.40
01/01/10	R. Frankel	Review TDP sections re indirect claims.	0.70
01/01/10	R. Frankel	Review allocation of all arguments for closing.	0.90
01/02/10	R. Wyron	Review stipulations on 502(e), Kaneb, neutrality, Sealed Air successor claims and order of argument, and follow-up (2.4); organize notes for hearing (.7).	3.10
01/02/10	R. Frankel	Review Kaneb stipulation (.4); CNA stipulation (.3); MCC stipulation (.4); insurance neutrality stipulation (.7).	1.80
01/02/10	R. Frankel	Prepare outline for general FCR argument.	1.20
01/03/10	J. Guy	Prepare for oral argument.	3.00
01/03/10	R. Smith	Review e-mail messages regarding share issuance agreement.	0.30
01/03/10	R. Wyron	Review draft stipulations on 502(e), successor claims injunctions and MCC, and organize comments (1.3); prepare outline for plan changes on agreed and pending deals (.9); confer with R. Frankel re strategy and follow up (.8); review pending settlement issues (1.1).	4.10
01/03/10	R. Frankel	Confer with R. Wyron, D. Felder, P. Mahaley in preparation for hearing.	0.90
01/03/10	R. Frankel	Review, edit outlines in preparation for closing argument (1.2); review stipulation re MCC issues (.4).	1.60
01/03/10	R. Frankel	Review BNSF TDP draft section, insurance status chart, memo re insurer settlement during travel to Pittsburgh.	1.40
01/03/10	R. Frankel	Review trial notebook in preparation for closing argument.	1.90
01/03/10	R. Frankel	Telephone conference with Plan Proponents and objectors re closing argument process.	0.70
01/04/10	D. Fullem	Review recent opinion issued by Third Circuit on State of Montana appeal.	0.30
01/04/10	D. Fullem	Review docket updates.	0.20
01/04/10	D. Felder	Attend confirmation hearing closing arguments.	9.50
01/04/10	Z. Finley	Review deferred payment documents in response to inquiries from Grace trial team; e-mail to R. Smith regarding same.	0.70
01/04/10	K. Orr	Review and analyze docket entries (.1); various e-mails to/from internal team and opposing counsel regarding oral argument (.2).	0.30



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01/04/10	J. Guy	Attend oral argument.	6.50
01/04/10	R. Smith	Attention to arguments raised by CNA with respect to share issuance agreement (1.5); attention to related e-mail messages (.2); call with Z. Finley (.1).	1.80
01/04/10	R. Wyron	Confer with ACC counsel on pending settlements (.4); confer with insurers on potential settlements and follow up (.8); confer with BNSF regarding TDP changes re section 5.14, and follow up e-mails re same (1.1); confer with objector re potential settlement (.4); attend argument on Libby issues (2.8); confer regarding indirect claimant objections (.6); attend argument on insurer objections (1.9); confer with P. Lockwood and D. Cohn re Libby issues and follow up (1.1); confer with R. Frankel re strategy for BNSF and Garlock arguments, and follow up (.9); work on outline for settlements (1.2).	11.20
01/04/10	R. Frankel	Review deferred payment agreement, intercreditor agreement re hearing arguments.	1.10
01/04/10	R. Frankel	Attend hearing on closing argument in Pittsburgh.	9.80
01/04/10	R. Frankel	Confer with R. Wyron, P. Lockwood, D. Felder, P. Mahaley in preparation for argument.	1.70
01/04/10	R. Frankel	Telephone conference with T. Freedman in preparation for argument (.3); notes re same (.3).	0.60
01/04/10	R. Frankel	Prepare for closing argument re BNSF, Montana.	0.90
01/05/10	D. Fullem	Review docket update.	0.10
01/05/10	D. Felder	Attend confirmation hearing closing arguments.	6.50
01/05/10	K. Orr	Review and analyze docket (.1); review of first-day confirmation hearing transcript (.3).	0.40
01/05/10	R. Wyron	Confer with T. Freedman on indirect claims strategy (.8); organize outline of new indirect claims issues (.6); review TDP claims provisions re Longacre/National Union (.4); attend argument on indirect claims issues and follow-up (2.7); work on objector issues and follow-up (1.1); confer with counsel for insurers on potential settlements (.8); attend hearing on successor claims objections (1.7); confer with counsel re potential settlement (.6); confer with ACC counsel re strategy (.8).	9.50
01/05/10	R. Frankel	Confer with T. Freedman, R. Wyron in preparation for closing argument.	0.90
01/05/10	R. Frankel	Prepare for closing argument.	0.60
01/05/10	R. Frankel	Attend hearing in Pittsburgh on closing argument, including discussions during lunch break.	10.20
01/05/10	R. Frankel	Confer with P. Lockwood, R. Wyron re confirmation issues.	1.80



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01/06/10	D. Felder	Attention to Canadian ZAI issues (5.5); e-mail correspondence with R. Frankel and R. Wyron regarding same (.5); attention to Royal appeal and review docket regarding same (.3).	6.30
01/06/10	R. Wyron	Review transcript from 1/5 for follow-up (1.2); attend continued successor claims injunction hearing (2.1); review proposed MCC stipulation and provide comments (.4); attend lender hearing (2.2); confer with debtors' counsel re strategy (.6); confer with insurer re issues (.3).	6.80
01/06/10	R. Frankel	Attend hearing on closing argument (Day 3) in Pittsburgh.	5.70
01/06/10	R. Frankel	Confer with R. Wyron, M. Gianotto, T. Freedman during travel to DC.	0.70
01/06/10	R. Frankel	Prepare notes in connection with closing arguments during travel.	0.80
01/07/10	D. Felder	Begin review of docket regarding various pleadings and motions (3.4); attention to BNSF and Libby appeals from Royal approval order and e-mail P. Mahaley regarding same (1.2); review confirmation hearing transcripts regarding BNSF issues and e-mail to R. Wyron regarding same (1.0).	5.60
01/07/10	R. Wyron	Review BNSF issues re appeal and follow-up (.6); review settlement issues and follow-up (.3); organize agenda of open items for discussion (.4); confer with K. Orr on findings and conclusions and follow-up (.3); confer with J. Biggs re status (.3); begin review of CDN ZAI issues (.8); notes on plan amendments (.4).	3.10
01/07/10	R. Frankel	Review Manchester case cited by K&E in closing argument (.5); review post-trial brief re same (.8).	1.30
01/07/10	R. Frankel	Review files.	1.20
01/07/10	R. Frankel	Review letters from R. Horkovich to E. DeCristofaro dated 12/24/09 and 1/6/10 re defenses to coverage (.9); consider insurer settlement issues (.5).	1.40
01/07/10	R. Frankel	Review e-mail memos from D. Felder re position of Canada (.6); review Factum of AG of Canada filed 12/7/09 in Ontario (.9).	1.50
01/08/10	S. Cruzado	Review documents in preparation for trial.	1.00
01/08/10	J. Burke	Attend confirmation strategy meeting with Orrick team.	1.60





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01/08/10	D. Felder	Review proofs of claim filed by Crown (.5); review Canadian ZAI Claimants' application to employ representative counsel and Hogan law firm and exhibits thereto (1.3); consider issues regarding same (1.0); review pleadings filed in Canadian Court regarding Amended Minutes of Settlement (2.8); prepare for meeting with Orrick team regarding update, strategy and next steps (1.0); attend Orrick team meeting regarding same (1.8); telephone conference with M. Hurford regarding update (.2); prepare, revise and finalize FCR's statement regarding Canadian ZAI Claimants' application to employ Representative Counsel (3.5); review documents from J. Baer (.5).	12.60
01/08/10	D. Felder	Attention to TDP issues and e-mail to R. Wyron regarding same.	0.50
01/08/10	K. Orr	Office conference regarding confirmation hearing, outstanding appeals, and status of various settlements.	1.40
01/08/10	J. Guy	Attend Orrick team meeting re argument issues.	1.50
01/08/10	R. Wyron	Review insurance issues with P. Mahaley and follow-up (.8); review open issues with litigation team (.7); confer on settlement strategy with Grace team (.8); organize strategy on CDN issues and follow-up (.4); calls to T. Freedman, D. Hogan and A. Rich re CDN issues (.4); review draft response and confer with R. Frankel re same (.5); finalize response (.3); respond to e-mails re BNSF issues (.3).	4.20
01/08/10	R. Frankel	Review and edit agenda (.3); prepare for internal meeting (.4).	0.70
01/08/10	R. Frankel	Review Chakarian 3d Circuit opinion (1.2); prepare notes re same (.3).	1.50
01/08/10	R. Frankel	Confer with Grace team re confirmation hearing, settlements, Canadian issues.	1.70
01/08/10	R. Frankel	Review, edit response to application to employ special Canadian counsel (.5); confer with R. Wyron re same (.3).	0.80
01/09/10	R. Wyron	Begin review of exit financing issues and e-mails re same.	0.40
01/09/10	R. Frankel	Review objection of Canada to appointment of counsel for Canadian ZAI claimants (1.3); notes re same (.3).	1.60
01/09/10	R. Frankel	Review preliminary agenda for January 25 hearing.	0.40
01/09/10	R. Frankel	Review updated insurance settlement chart.	0.30



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01/11/10	D. Felder	Review Crown's objection to Canadian ZAI Claimants' application to appoint Representative Counsel and Hogan law firm (.5); attention to Libby and BNSF appeals of Arrowood settlement agreement and e-mails regarding same (.5); review notices of appeal and pleadings regarding same (.4); e-mail correspondence regarding discovery propounded on Seaton and review same (.3); begin review of recently filed pleadings and docket regarding upcoming hearings and deadlines (3.0).	4.70
01/11/10	R. Wyron	Review Canada issues (.9); work on 502(e) stipulation (.3); review and respond to e-mails re status of pending settlements (1.1); review update e-mails on BNSF appeals (.4).	2.70
01/11/10	R. Frankel	Review suggested language from D. Glosband re indirect claims, series of e-mails re same.	0.50
01/11/10	R. Frankel	Review various e-mails, pleadings re Canada, new ZAI settlement (.7); e-mail Canada justice department (.2).	0.90
01/11/10	R. Frankel	Confer with R. Wyron re settlement issues.	0.50
01/11/10	R. Frankel	Review settlement file in connection with objectors (1.2); telephone conference with D. Austern re closing arguments, settlement status (.4).	1.60
01/11/10	R. Frankel	Review notice of deposition of Seaton (.3); review exhibits to Canada objection (.4).	0.70
01/12/10	D. Felder	Review documents regarding exit financing and related issues (1.0); conference with R. Wyron regarding TDP issues and e-mail correspondence regarding same (.6); e-mail correspondence with J. Radecki regarding exit financing issues and follow-up (.3).	1.90
01/12/10	R. Wyron	Review Canada correspondence and issues (.9); continue work on 502(e) stipulation and follow-up with D. Glosband and T. Freedman (.8); call with P. Lockwood on open issues and follow-up (.6); review draft agreement and follow-up with P. Mahaley (1.1); follow-up on BNSF issue and e-mails re same (.3); review revised draft 5.14 of TDP and follow-up (.3).	4.00
01/12/10	R. Frankel	Review series of e-mails re Libby, Canada issues (.4); confer with R. Wyron re status of various Grace issues (.3).	0.70
01/13/10	D. Fullem	Review e-mail from D. Felder regarding date change in February omnibus hearing.	0.10
01/13/10	J. Burke	Case law research regarding confirmation issue.	0.90
01/13/10	D. Felder	Review Crown's objection to plan and exhibits and note issues regarding same.	2.50



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01/13/10	R. Wyron	Review Canadian pleadings (1.8); calls re pending settlements (.3); review correspondence from F. Monaco (.3); organize outline of pending issues and confer with R. Frankel re same (.6).	3.00
01/13/10	R. Frankel	Review objection to confirmation of Canada (1.6); notes re same (.3); review with R. Wyron (.3).	2.20
01/13/10	R. Frankel	Review Libby issues (.4); telephone conference with D. Bernick re settlement issues (.3); confer with R. Wyron re same (.3).	1.00
01/13/10	R. Frankel	Review letter from F. Monaco (.3); review Section 524(g) re same (.5).	0.80
01/13/10	R. Frankel	Review issues re resolution of claims (.4); review draft TDP section re contractual indemnity claims (.5).	0.90
01/13/10	R. Frankel	Review series of e-mails re settlement issues, Canada.	0.30
01/14/10	J. Burke	Case law research regarding confirmation issues (2.2); confer with R. Wyron regarding research (.1).	2.30
01/14/10	D. Felder	E-mail correspondence regarding appeal of Arrowood settlement agreement (.2); review e-mails regarding next steps and updates (1.0); telephone conference with R. Wyron and J. Radecki regarding exit financing (.5).	1.70
01/14/10	R. Wyron	Review DIP and exit financing terms from Debtors (.8); call with J. Radecki on issues and follow-up (.5); respond to e-mails re exit financing issues (.3); draft and revise response to Montana inquiry (1.3); confer with R. Frankel re strategy and e-mails re same (.7); calls to D. Cohn and P. Lockwood re Libby (.3); continue review of Canada pleadings (.9); confer with J. Burke re research and follow-up (.4).	5.20
01/14/10	R. Frankel	Review series of e-mails re objector issues (.4); telephone conference with R. Wyron re Montana letter (.3).	0.70
01/14/10	R. Frankel	Review issues re status of potential settlement.	0.40
01/15/10	D. Felder	Review Canadian pleadings and related documents in preparation for conference call (1.3); conference with R. Wyron regarding same (.1); review Longacre/National Union issues (.5); review plan modifications (.5); review correspondence from R. Wyron regarding Montana issues (.1); telephone conference with Debtors' counsel and ACC regarding various issues (1.2).	3.70



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01/15/10	R. Wyron	Review Canada documents (.8); call with Grace counsel on Canada issues, special counsel, Libby issues, National Union and pending settlements, and follow-up (1.8); confer with P. Mahaley and R. Horkovich on CNA issues and insurance settlements (.4); update to do list and follow-up (.3); review and finalize response to Montana (.3); review order on CDN Rep Counsel (.2); follow-up on Libby issues with D. Cohn (.3).	4.10
01/15/10	R. Frankel	Telephone conferences with R. Wyron re conference call, Libby issues.	0.40
01/15/10	R. Frankel	Review series of e-mails re Libby, Canada.	0.30
01/15/10	R. Frankel	Review draft letter to F. Monaco (.3); review Frenville (.6).	0.90
01/15/10	R. Frankel	Review draft motion and order to pay exit financing fees, engagement of exit financing lenders, affidavit of Blackstone.	1.10
01/15/10	R. Frankel	Review proposed engagement letters with exit financing lenders.	0.60
01/15/10	R. Frankel	Telephone conference with Messrs. D. Bernick, P. Lockwood, R. Wyron re Grace-Canada, National Union, Libby (.6); notes re same (.2).	0.80
01/16/10	R. Frankel	Review Rep. Counsel Reply & Motion for Leave to Objection of Crown to Appointment of CCAA Counsel (.9); consider FCR related issues (.4).	1.30
01/18/10	R. Wyron	Work on Libby issues list (.3); begin review of additional documents re CDN ZAI (.8).	1.10
01/18/10	R. Frankel	Review exhibits to Rep. Counsel Reply to Canada objection to appointment - Endorsement of Ontario Superior Court, Order of Appointment.	1.60
01/18/10	R. Frankel	Review objection of the Crown to confirmation.	0.60
01/19/10	J. Burke	Research regarding confirmation issues.	1.70
01/19/10	D. Felder	Review Crown's response and exhibits to Representative Counsel appointment (1.0); e-mail correspondence regarding same (.5); review Crown's plan objection and Plan Proponents' draft response (2.4); review revisions to same and provide comments (2.0); conference with R. Frankel and R. Wyron regarding update, strategy and next steps (.7); review term sheet from objector and comments regarding same (1.0); e-mail correspondence with Debtors and ACC regarding Plan Proponents' response to Crown's plan objection and follow-up regarding same (1.4); prepare proposed language regarding Representative Counsel issues and e-mail correspondence with R. Wyron regarding same (.4).	9.40



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01/19/10	R. Wyron	Review Rep. Counsel response (.4); review response to Canada's objection and follow-up (.8); review term sheet re potential settlement and follow-up (1.6); call with D. Cohn re Libby issues and follow-up (.4); review and comment on proposed language re FCR (.4).	3.60
01/19/10	R. Frankel	Review draft response to objection to confirmation filed by Canada (.9); notes re same (.2).	1.10
01/19/10	R. Frankel	Review potential settlement agreement, term sheets in preparation for call with counsel.	0.80
01/19/10	R. Frankel	Confer with R. Wyron, D. Felder re Grace/Canada issues (.6); notes re same (.2).	0.80
01/19/10	R. Frankel	Review draft changes to Plan Proponents response to Canada objection to confirmation.	0.40
01/19/10	R. Frankel	Review draft Term Sheet from counsel for objector (1.1); confer with R. Wyron re same (.4).	1.50
01/19/10	R. Frankel	Review proposed language re order appointing special Canadian counsel.	0.60
01/20/10	J. Burke	Research regarding confirmation issue.	0.90
01/20/10	D. Felder	Review recently filed pleadings (.5); e-mail correspondence regarding Representative Counsel issues (.4); review agenda for January omnibus hearing (.2); review Plan Proponents' response to Crown's confirmation objection (.5).	1.60
01/20/10	R. Wyron	Review BNSF issues (.4); call with D. Glosband and follow-up (.8); confer with R. Frankel and e-mails re same (.6); call with Libby claimants (2.1); call regarding Longacre/National Union and follow-up (.8); review status of BNSF appeal (.3); work on settlement outline (.9); review Rep Counsel issue and e-mails re same (.4).	6.30
01/20/10	R. Frankel	Review agenda for January 25 hearing (.4); begin preparation on Canadian issue (.4).	0.80
01/20/10	R. Frankel	Review redlined version of draft Term Sheet.	0.60
01/20/10	R. Frankel	Confer with R. Wyron re BNSF issues.	0.50
01/20/10	R. Frankel	Review memo from P. Mahaley re insurers status, counteroffer, e-mail re same.	0.60
01/20/10	R. Frankel	Telephone conference with R. Wyron, P. Lockwood, D. Cohn, J. Heberling.	1.90
01/20/10	R. Frankel	Review issues in connection with counter-proposal.	0.60
01/20/10	R. Frankel	Confer with R. Wyron, consider issues re National Union, Longacre.	0.70
01/21/10	D. Fullem	Follow up on Grace new financing plan; obtain news report and circulate.	0.30



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01/21/10	R. Wyron	Review BNSF and Libby issues (1.1); call with Grace on Seaton/OneBeacon issues and follow-up (.9); call with P. Lockwood on pending settlements and follow-up (2.6); organize notes on pending settlements (.8); review BNSF appeal issue and e-mails re same (.3); review CNA correspondence and analysis (.6); follow-up on Rep Counsel (.3).	6.60
01/21/10	R. Frankel	Telephone conference with D. Austern and follow-up.	0.50
01/21/10	R. Frankel	Review M. Gianotto letter re CNA issues, related exhibits.	1.40
01/21/10	R. Frankel	Review stipulation re appeal of Arrowood settlement.	0.30
01/22/10	D. Felder	Review recently filed pleadings and prepare notes regarding same (1.5); conference with R. Frankel and R. Wyron regarding update, strategy and next steps (1.0); telephone conference with Debtors and ACC regarding settlement updates and next steps (1.2); telephone conference with insurer's counsel and ACC regarding settlement issues (.8); review stipulation and e-mails regarding same (.5); review term sheet regarding potential settlement and e-mails regarding same (1.0); conference with R. Wyron and P. Mahaley regarding update and next steps (.6).	6.60
01/22/10	R. Wyron	Call with Grace lawyers on Libby, National Union/Longacre, and potential deal, and follow-up (1.3); call with D. Glosband on global deal and follow-up (1.2); confer with P. Mahaley and D. Felder on status (.8); work on 502(e) issues (.3); calls to and from D. Cohn and e-mails re same (.3); calls and e-mails regarding Rep Counsel (.4); work on MCC issues (.8).	5.10
01/22/10	R. Frankel	Review P. Mahaley memo re CNA issues, M. Gianotto letter.	1.20
01/22/10	R. Frankel	Review D. Glosband term sheet in preparation for telephone conference.	0.70
01/22/10	R. Frankel	Prepare notes re potential settlement of outstanding asbestos objectors.	0.80
01/22/10	R. Frankel	Confer with R. Wyron, D. Felder re Libby, BNSF, CNA, Seaton.	1.10
01/22/10	R. Frankel	Telephone conference with D. Bernick, F. Freedman, P. Lockwood re Libby, related issues.	1.30
01/22/10	R. Frankel	Review stipulation, agreed order re 502(e) issue.	0.40
01/22/10	R. Frankel	Telephone conference with D. Glosband, P. Lockwood, R. Wyron re Term Sheet issues (.7); notes re same (.2).	0.90
01/22/10	R. Frankel	Review pleadings filed by CCAA counsel, responses in preparation for hearing.	1.80
01/22/10	R. Frankel	Series of e-mails re CCAA issues re FCR.	0.30



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01/24/10	D. Felder	Prepare revised proposed order regarding representative counsel and e-mail correspondence regarding same.	0.70
01/24/10	R. Wyron	Prepare for hearing on special counsel motion by Rep Counsel (1.8); organize materials on potential deal (.8).	2.60
01/24/10	R. Frankel	Review files, pleadings in preparation for hearing (1.4); prepare notes for argument re Canada (.7).	2.10
01/24/10	R. Frankel	Review drafts of orders from D. Felder re Canada issues, retention of CCAA counsel.	0.70
01/25/10	J. Burke	Research regarding confirmation issue.	1.60
01/25/10	D. Felder	Review Third Circuit opinion regarding preliminary injunction (.5); telephonic participation in omnibus hearing (5.4).	5.90
01/25/10	K. Orr	E-mails to/from R. Wyron regarding open issues.	0.10
01/25/10	R. Wyron	Prepare for hearing on Rep Counsel issue (.4); confer with D. Hogan and Rep Counsel, and resolve issues (.6); participate in Rep Counsel hearing (.4); confer with Canadian counsel and follow-up (.7); confer with Grace counsel re Canadian solution and follow-up (.8); outline Libby issues for 1/26 call (.3); revise outline of potential settlement program (1.3); attend lender argument and follow-up (2.2); revise outline of pending deals (.4).	7.10
01/25/10	R. Frankel	Prepare for hearing re retention of special Canadian counsel, confer with R. Wyron.	1.30
01/25/10	R. Frankel	Attend Omnibus hearing.	5.10
01/25/10	R. Frankel	Prepare notes, consider Canada settlement issues.	0.80
01/26/10	J. Burke	Research regarding confirmation issue (4.3); confer with R. Wyron regarding research findings (.3).	4.60
01/26/10	R. Wyron	Draft and revise potential settlement outline (1.4); review pending insurance settlement issues (.6); review update memo to D. Austern re settlement (.3); follow-up on Grace/Canada issues (.4).	2.70
01/26/10	R. Frankel	Review open issues in connection with potential settlement (.8); telephone conferences with R. Wyron re status, conversation with D. Cohn, J. Heberling (.3).	1.10
01/26/10	R. Frankel	Review memo from P. Mahaley to D. Austern re insurance settlements, notes re same.	0.70
01/27/10	J. Burke	Attend confirmation strategy meeting with Orrick team (.9); e-mail to R. Wyron regarding research findings (.8); case law research regarding appellate opinion in collateral proceeding (.1).	1.80
01/27/10	D. Felder	Prepare for strategy meeting with Orrick team (1.0); strategy conference with Orrick team (1.0); follow-up regarding same (1.5); review pleadings for February omnibus hearing (1.0).	4.50



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01/27/10	K. Orr	Office conference with team regarding status of potential settlements and case status.	1.00
01/27/10	R. Wyron	Review e-mail from D. Cohn and respond (.3); review status with OHS team and follow up (.9); confer with R. Frankel re open issues on global deal (.3); call to M. Giannotto (.2); review insurance settlement status (.4).	2.10
01/27/10	R. Frankel	Confer with Grace team re pending litigation and settlement issues (.9); notes re same (.3).	1.20
01/27/10	R. Frankel	Review issues in connection with global settlement.	0.60
01/28/10	S. Cruzado	Review trial documents.	1.00
01/28/10	R. Wyron	Review Libby proposal and organize issues list (.8); call with R. Frankel re strategy and follow-up (.3); review Third Circuit decision on Montana preliminary injunction issues and follow-up (.7); revise potential deal outline (.4).	2.20
01/28/10	R. Frankel	Review several versions of CNA stipulation re Sealed Air issues.	0.90
01/28/10	R. Frankel	Telephone conference with T. Freedman re MCC response to objection (.2); e-mail team re same (.2).	0.40
01/28/10	R. Frankel	Exchange of e-mails, messages with M. Gianotto.	0.30
01/29/10	S. Cruzado	Organization of various trial exhibits.	2.00
01/29/10	J. Burke	E-mail to R. Wyron regarding research findings.	0.60
01/29/10	D. Felder	Review memorandum regarding insurance issues (.4); review pension issues and note issues regarding same (.6); review various Third Circuit cases regarding asbestos issues (1.0); review draft stipulation with objector (.3).	2.30
01/29/10	R. Frankel	Review MCC proof of claim and Grace objection.	1.30
01/29/10	R. Frankel	Review potential global settlement term sheet.	0.80
01/29/10	R. Frankel	Telephone conference with R. Wyron re D. Cohn e-mail proposal (.2); telephone conference with E. Inselbuch re same (.3); e-mails with team re status (.3).	0.80
01/30/10	R. Frankel	Review draft stipulation with Seaton/One Beacon and Plan Proponents.	0.60

Total Hours 344.10

Total For Services

\$280,046.00





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<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
James W. Burke	16.00	445.00	7,120.00
Stephen C. Cruzado	4.00	240.00	960.00
Debra Felder	86.50	645.00	55,792.50
Zachary S. Finley	0.70	645.00	451.50
Roger Frankel	118.80	985.00	117,018.00
Debra O. Fullem	1.00	265.00	265.00
Jonathan P. Guy	11.00	810.00	8,910.00
Kathleen Orr	3.20	645.00	2,064.00
Richard V. Smith	2.10	850.00	1,785.00
Richard H. Wyron	100.80	850.00	85,680.00
<b>Total All Timekeepers</b>	<b>344.10</b>	<b>\$813.85</b>	<b>\$280,046.00</b>

**Disbursements**

Color Document Reproduction	175.00
Document Reproduction	114.60
Express Delivery	114.92
Local Taxi Expense	334.84
Other Business Meals	139.86
Out of Town Business Meals	863.13
Outside Services	2,684.12
Parking Expense	9.00
Postage	278.54
Telephone	59.59
Travel Expense, Air Fare	3,267.30
Travel Expense, Local	172.65
Travel Expense, Out of Town	2,188.38
Westlaw Research	4,853.56
<b>Total Disbursements</b>	<b>\$15,255.49</b>

**Total For This Matter** **\$295,301.49**



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**Matter: 10 - Retention of Professionals - Other**

01/04/10	D. Fullem	Review e-mail regarding announcement regarding Towers Watson firm and review of lists by J. Biggs.	0.20
01/05/10	D. Fullem	Respond to D. Felder e-mail regarding status of disclosure by J. Biggs for Tower Watson merger; research; forward copy of same.	0.40
01/11/10	D. Fullem	Review and respond to e-mail from D. Felder regarding conflict lists to J. Biggs.	0.20
01/12/10	D. Fullem	Prepare e-mail to J. Biggs along with conflict reports to review for new merger with Wyatt Watson.	0.20
01/13/10	D. Fullem	Review and respond to J. Biggs regarding updating conflict lists with new Towers Watson merger.	0.30
01/29/10	D. Felder	Telephone conference with R. Wyron regarding updates to conflict lists.	0.10

Total Hours 1.40

Total For Services \$409.00

<b>Timekeeper Summary</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Debra Felder	0.10	645.00	64.50
Debra O. Fullem	1.30	265.00	344.50
Total All Timekeepers	1.40	\$292.14	\$409.00

**Disbursements**

Outside Services

17.92

Total Disbursements \$17.92

**Total For This Matter \$426.92**



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For Legal Services Rendered Through January 31, 2010 in Connection With:

**Matter: 11 - Compensation of Professionals - Other**

01/05/10	D. Fullem	Prepare CNO for D. Austern's November fee application; e-mail same to D. Felder for review.	0.50
01/21/10	D. Fullem	Prepare CNO for Lincoln November fee application; send to D. Felder for review.	0.30

Total Hours	0.80	
Total For Services		\$212.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	0.80	265.00	212.00
Total All Timekeepers	0.80	\$265.00	\$212.00

Disbursements

Document Reproduction	3.40	
Express Delivery	69.66	
Outside Services	63.04	
Total Disbursements		\$136.10

<b>Total For This Matter</b>	<b>\$348.10</b>
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For Legal Services Rendered Through January 31, 2010 in Connection With:

**Matter: 13 - Compensation of Professionals - Orrick**

01/08/10	D. Fullem	Review fee application status, payments, updated internal spreadsheets.	0.30
01/08/10	D. Fullem	Review December prebills (1.0); provide to D. Felder for further review/comment (.10); email to R. Wyron re status (.10).	1.20
01/10/10	D. Felder	Review December prebill.	1.00
01/11/10	D. Felder	Continue review of December prebill and conference with R. Wyron regarding same.	0.50
01/11/10	R. Wyron	Review prebill for December.	0.40
01/21/10	D. Fullem	Prepare CNO for November fee application; send to D. Felder for review.	0.30
01/26/10	D. Fullem	Begin preparing quarterly for the Oct-Dec 09 time period.	1.00
01/26/10	D. Fullem	Review and revise December monthly fee application (.7); forward to R. Wyron and D. Felder for review (.2); prepare revisions with edits/comments made by R. Wyron (.6).	1.50
01/26/10	D. Felder	Review December fee application and e-mail to D. Fullem regarding same.	0.40
01/26/10	R. Wyron	Review draft December fee application.	0.30
01/28/10	D. Fullem	Review final December 09 fee application; e-mail to R. Wyron regarding same.	0.50
01/29/10	D. Fullem	Finalize December 09 fee application; forward to R. Frankel for review/approval/signature.	0.50

Total Hours 7.90

Total For Services \$3,225.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	1.90	645.00	1,225.50
Debra O. Fullem	5.30	265.00	1,404.50
Richard H. Wyron	0.70	850.00	595.00
Total All Timekeepers	7.90	\$408.22	\$3,225.00



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Disbursements  
Outside Services

68.24

Total Disbursements

\$68.24

**Total For This Matter**

**\$3,293.24**



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For Legal Services Rendered Through January 31, 2010 in Connection With:

**Matter: 15 - Travel Time (Non-Working)**

01/03/10	D. Felder	Travel from Washington, DC to Pittsburgh, PA.	4.50
01/03/10	J. Guy	Travel to Pittsburgh.	2.00
01/03/10	P. Mahaley	Travel to Pittsburgh for closing argument in confirmation hearing.	3.00
01/04/10	J. Guy	Travel to DC.	1.50
01/05/10	D. Felder	Travel from Pittsburgh, PA to Washington, DC.	5.50
01/05/10	P. Mahaley	Return travel from Pittsburgh, PA.	5.00
01/06/10	R. Wyron	Return to DC.	2.20
01/06/10	R. Frankel	Travel to DC.	2.30
01/25/10	R. Wyron	Travel to and from omnibus hearing.	2.00
01/25/10	R. Frankel	Travel to and from hearing in Wilmington.	2.30
		Total Hours	34.50
		Total For Services	\$13,159.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	10.00	322.50	3,225.00
Roger Frankel	5.80	492.50	2,856.50
Jonathan P. Guy	3.50	405.00	1,417.50
Peri N. Mahaley	8.00	325.00	2,600.00
Richard H. Wyron	7.20	425.00	3,060.00
Total All Timekeepers	34.50	\$398.45	\$13,159.00

**Total For This Matter** **\$13,159.00**

**\*\*\* COMBINED TOTALS \*\*\***

Total Hours	481.00	
Total Fees, all Matters		\$356,994.00
Total Disbursements, all Matters		\$16,816.47
Total Amount Due		\$373,810.47